

# EXHIBIT 21

*Return to Tom Greller  
McGuire, Wood & Bissette*

Drawn by & mail to:

Christopher W. Loeb  
Robinson, Bradshaw & Hinson, P.A.  
101 N. Tryon Street, Suite 1900  
Charlotte, North Carolina 28246

Book 2601  
Pages 846 - 850  
BUNCOMBE COUNTY, NC  
Recorded 10/05/2001 12:24:09 Pm  
No. 9999-00066503 1 of 5 Pgs  
Otto W. DeBruhl, Register of Deeds

STATE OF NORTH CAROLINA

COUNTY OF BUNCOMBE

**AMENDED AND RESTATED MEMORANDUM OF LEASE**

This Amended and Restated Memorandum of Lease amends and restates that Memorandum of Lease ("Original Memorandum") dated February 1, 1966, made by Martin Bruce and Sylvia Bruce, as Lessor ("Original Landlords"), and Patton Plaza Associates, as Lessee ("Original Tenant"), recorded in the Buncombe County, North Carolina Registry on February 1, 1966 in Book 934, Page 649. The lease referenced in the Original Memorandum is dated February 1, 1966, and was amended by amendment agreement dated November 5, 1969 (such lease, as amended, is referenced herein as the "Lease"). The tenant's interest under the Lease was subsequently assigned by Patton Plaza Associates to Nineteenth Asheville Corp. on November 6, 1969, by Assignment which was recorded in the Buncombe County, North Carolina Registry on November 7, 1969, in Book 1009, page 487; further assigned by Nineteenth Asheville Corp. to Asheville K-M Associates by Assignment recorded in Book 1133, page 376, Buncombe County, North Carolina Registry; and further assigned by Asheville K-M Associates to Tenant, as defined below, by Assignment which was recorded in the Buncombe County, North Carolina Registry on January 10, 2000 in Book 2220, Page 433.

The landlord's interest in the premises leased under the Lease was subsequently conveyed by Original Landlords to Martin Bruce, Trustee of the Martin Bruce Revocable Trust dated the 21<sup>st</sup> of January 1988, and Sylvia Bruce, Trustee of the Sylvia Bruce Revocable Trust dated the 21<sup>st</sup> day of January 1988, by deeds dated April 5, 1988 and recorded in the Buncombe County, North Carolina Registry on April 12, 1988 in Book, 1515, Page 258, and Book 1515, Page 269, respectively. The landlord's interest in the leased premises was further conveyed (i) by Paul Bruce and Steven Bruce, Successor Trustees of the Sylvia Bruce Revocable Trust dated January 21, 1988 to Paul Bruce and Steven Bruce as Tenants in Common by deed dated January 30, 1996 and recorded in the Buncombe County, North Carolina Registry on March 7, 1996 in Book 1895, Page 583; (ii) by Dan P. Heller and Paul Bruce, Successor Trustees of the Martin Bruce Revocable Trust dated January 21, 1988 to Sylmart Enterprises Limited Partnership by deed dated July 1, 1999 and recorded in the Buncombe County, North Carolina Registry on July 21, 1999 in Book 2137, Page 739; and (iii) by Steven Bruce to Steven Bruce as Trustee of the Steven Bruce Revocable Trust UA dated July 16, 1996 by deed dated August 29, 1996, and recorded on September 12, 1996 in Book 1925, Page 41.

Certain of the foregoing conveyances may not be in the chain of title for the premises, and to confirm title to the premises of record, the landlord's interest (or portions thereof) in the premises leased under the Lease was further conveyed by Dan P. Heller and Paul Bruce, Successor Trustees of the Martin Bruce Revocable Trust dated January 21, 1988 and the Sylvia Bruce Revocable Trust

dated January 21, 1988 by deed dated February 2001, and recorded in the Buncombe County, North Carolina Registry on February 20, 2001 in Book 2422, page 272, to the undersigned Landlords.

**PAUL BRUCE; STEVEN BRUCE, TRUSTEE OF THE STEVEN BRUCE REVOCABLE TRUST DATED JULY 16, 1996; AND SYLMART ENTERPRISES LIMITED PARTNERSHIP** (collectively "Landlords") have leased to **ASHEVILLE K-M ASSOCIATES, LLC**, a North Carolina limited liability company ("Tenant"), for a period of thirty (30) years beginning on February 1, 1966 and ending on January 31, 1996, with three (3) options to renew the Lease term thereafter, with each option providing for a renewal term of twenty-three (23) years (and the first such renewal option having previously been properly exercised such that the current renewal term under the Lease shall expire on January 31, 2019), leased premises lying and being in the City of Asheville, County of Buncombe, North Carolina, as more particularly described in the Original Memorandum. Said leased premises has been leased to Tenant pursuant to the Lease, as defined above. All of the provisions set forth in such Lease are hereby incorporated into and made a part of this Amended and Restated Memorandum of Lease, including without limitation Section 12.03 of the Lease, which is set forth verbatim in the Original Memorandum.

This Amended and Restated Memorandum of Lease may be executed in any number of counterparts, which shall collectively constitute one instrument.

IN WITNESS WHEREOF, the parties hereto have executed this instrument under seal as of 9/10, 2001.

**LANDLORDS:**

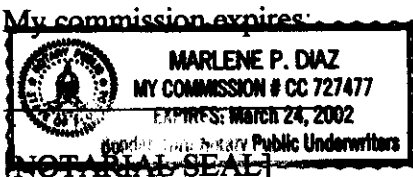
Paul Bruce (SEAL)  
Paul Bruce

STATE OF Florida  
COUNTY OF Dade

I, Marlene Diaz, a Notary Public in and for said County and State, do hereby certify that **Paul Bruce** personally appeared before me this day and acknowledged the due execution of the foregoing instrument.

WITNESS my hand and notarial seal this 9 day of September, 2001.

Marlene Diaz  
Notary Public



(signatures continued)

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**SYLMART ENTERPRISES LIMITED  
PARTNERSHIP, a Virginia limited partnership**

By: SYLMART ENTERPRISES, INC., general partner

[CORPORATE SEAL]

By: Paul Bruce  
Paul Bruce, President

By: [Signature]  
Dan Heller, Vice President

STATE OF Virginia COUNTY OF FAIRFAX

This 19<sup>th</sup> day of September, 2001, personally came before me Paul Bruce, who being by me duly sworn, says that he is the President of SYLMART ENTERPRISES, INC., a Virginia corporation, a general partner of SYLMART ENTERPRISES LIMITED PARTNERSHIP, a Virginia limited partnership, and that the seal affixed to the foregoing instrument in writing is the corporate seal of the corporation, and that said writing was signed and sealed by him, in behalf of said corporation acting in its capacity as general partner of the limited partnership, by authority duly given. And the said President acknowledged the said writing to be the act and deed of said corporation in its capacity as general partner of the limited partnership.

My Commission Expires:

30 April 2004

Notary Public

Cherise Lynn Cuevas

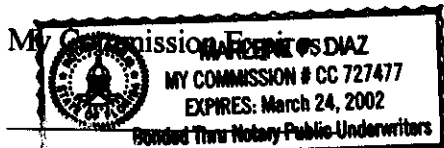
[NOTARIAL SEAL]

STATE OF Florida COUNTY OF Dade

This 19<sup>th</sup> day of September, 2001, personally came before me Dan Heller, who being by me duly sworn, says that he is the Vice President of SYLMART ENTERPRISES, INC., a Virginia corporation, a general partner of SYLMART ENTERPRISES LIMITED PARTNERSHIP, a Virginia limited partnership, and that the seal affixed to the foregoing instrument in writing is the corporate seal of the corporation, and that said writing was signed and sealed by him, in behalf of said corporation acting in its capacity as general partner of the limited partnership, by authority duly given. And the said Vice President acknowledged the said writing to be the act and deed of said corporation in its capacity as general partner of the limited partnership.

Notary Public

Mylene Diaz



[NOTARIAL SEAL]

(signatures continued)

I, Steven Bruce, sign this document solely as it relates to me as trustee of the Steven Bruce Revocable Trust Dated July 16, 1996 without waiving any rights or claims with respect to Sylmart Enterprises Limited Partnership.

Bruce (SEAL)  
Steven Bruce, Trustee of the Steven Bruce Revocable  
Trust Dated July 16, 1996

STATE OF CALIFORNIA  
COUNTY OF SAN FRANCISCO

I, SANDRA K. DANIELS, a Notary Public in and for said County and State, do hereby certify that **Steven Bruce, Trustee of the Steven Bruce Revocable Trust dated July 16, 1996**, personally appeared before me this day and acknowledged the due execution of the foregoing instrument.

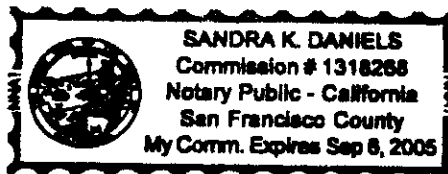
WITNESS my hand and notarial seal this 10<sup>th</sup> day of September, 2001.

Sandra K. Daniels  
Notary Public

My commission expires:

Sept 6, 2005

[NOTARIAL SEAL]



(signatures continued)

TENANT:

ASHEVILLE K-M ASSOCIATES, LLC, a  
North Carolina limited liability company

By: [Signature] (SEAL)  
Name: Paul Green  
Title: Manager

STATE OF New York  
COUNTY OF New York

I, Adam J. Rader, a Notary Public for said county and state,  
do hereby certify that Paul Green, the Manager of ASHEVILLE K-M ASSOCIATES, LLC, a  
North Carolina limited liability company, personally appeared before me this day and  
acknowledged the due execution of the foregoing instrument on behalf of said limited liability  
company.

Witness my hand and notarial stamp or seal, this 3d day of July, 2001.

[Signature]  
Notary Public

My commission expires: \_\_\_\_\_

[NOTARIAL SEAL]

ADAM J. RADER  
Notary Public, State of New York  
No. 31-5019262  
Qualified in New York County  
Commission Expires October 18, 2001

State of North Carolina, County of Buncombe Cherina Supann Cuevas  
Each of the foregoing certificates, namely of Adam J. Rader, Sandra K. Daniels,  
Marlene P. Diaz a notary or Notaries public of the State and County designated is hereby certified to be correct.  
Filed for registration on this the 5 day of October, 20 01 at \_\_\_\_\_ M.  
Otto W. DeBruhl Celene C. Higgins  
OTTO W. DeBRUHL By: Asst./Deputy/Register of Deeds  
Register of Deeds, Buncombe County